

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.
and **LAW DEBENTURE TRUST COMPANY OF**
NEW YORK,

Plaintiffs,

V.

Civil Action No. 04-1494-JJF

NORTHWESTERN CORPORATION,

PUBLIC VERSION

Defendant.

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

V.

Civil Action No. 05-499-JJF

MICHAEL J. HANSON and ERNIE J. KINDT,

PUBLIC VERSION

Defendants.

DECLARATION OF JOHN W. BREWER

JOHN W. BREWER declares as follows:

1. I am a member of the bar of the United States District Court for the Southern District of New York, admitted pro hac vice to the Bar of this Court, and Special Counsel with the firm of Fried, Frank, Harris, Shriver & Jacobsen LLP (“Fried Frank”), counsel to Magten Asset Management Corporation (“Magten”) and Law Debenture Trust Company of New York (“Law Debenture”) in connection with the above captioned actions. I submit this declaration (the “Declaration”) in opposition to the Motion for Summary Judgment filed by Defendant

NorthWestern Corporation (“NorthWestern”) and in opposition to the Motion for Summary Judgment filed by Defendants Michael J. Hanson and Ernie J. Kindt (“Hanson & Kindt”).

2. A true and correct copy of the Objections and Responses of Defendant NorthWestern Corporation to Plaintiffs’ First Request for Admissions, dated March 30, 2007, is attached hereto as Exhibit 1.

3. A true and correct copy of a Valuation Report Prepared for NorthWestern Corporation by BearingPoint as of December 31, 2002, NOR266670 – NOR266725, is attached hereto as Exhibit 2.

4. A true and correct copy of pertinent pages from the Deposition of Ernie Kindt, taken on June 28, 2007, is attached hereto as Exhibit 3.

5. A true and correct copy of pertinent pages from NorthWestern Corporation’s Form 10-Q for the Third Quarter of 2002, filed with the Securities and Exchange Commission on November 14, 2002, is attached hereto as Exhibit 4.

6. A true and correct copy of a letter from Michael Hanson to Mary Lewicki, dated November 14, 2002, NOR000803-NOR000804, is attached hereto as Exhibit 5.

7. A true and correct copy of the Responses and Objections of NorthWestern Corporation to Plaintiffs’ Magten Asset Management Corporation and Law Debenture Trust Company of New York’s First Set of Interrogatories for Defendant NorthWestern Corporation, is attached hereto as Exhibit 6.

8. A true and correct copy of pertinent pages from the Deposition of Gary Drook, taken on April 25, 2007, is attached hereto as Exhibit 7.

9. A true and correct copy of pertinent pages from the Deposition of Eric Jacobsen, taken on June 19, 2007, is attached hereto as Exhibit 8.

10. A true and correct copy of pertinent pages from the Deposition of Richard Fresia, taken on April 30, 2007, is attached hereto as Exhibit 9.

11. A true and correct copy of pertinent pages from the Deposition of Kipp Orme, taken on April 12, 2007, is attached hereto as Exhibit 10.

12. A true and correct copy of a Report of the Special Committee of the Board of Directors of NorthWestern Corporation, dated April 25, 2003, NOR519769 – NOR519827, is attached hereto as Exhibit 11.

13. A true and correct copy of a Form of Compliance Certificate of NorthWestern Corporation dated August 14, 2002, and its exhibits, NOR466249 – NOR466265, is attached hereto as Exhibit 12.

14. A true and correct copy of the Management Financial and Information Report for the month ending July 31, 2002, NOR362065 – NOR362080, is attached hereto as Exhibit 13.

15. A true and correct copy of the Management Financial and Information Report for the month ending August 31, 2002, NOR362085 – NOR362100, is attached hereto as Exhibit 14.

16. A true and correct copy of the SEC's Complaint, Consent, and Final Order against Merle D. Lewis, dated April 24, 2007, is attached hereto as Exhibit 15.

17. A true and correct copy of the SEC's Complaint, Consent, and Final Order against Richard J. Hylland, dated April 24, 2007, is attached hereto as Exhibit 16.

18. A true and correct copy of the SEC's Complaint, Consent, and Final Order against Kipp D. Orme, dated April 24, 2007, is attached hereto as Exhibit 17.

19. A true and correct copy of the SEC's Complaint, Consent, and Final Order against John C. Charters, dated July 23, 2007, is attached hereto as Exhibit 18.

20. A true and correct copy of a memorandum from Kipp Orme to Merle Lewis, Richard Hylland, and Eric Jacobsen, dated May 28, 2002, NOR056238 – NOR056245, is attached hereto as Exhibit 19.

21. A true and correct copy of pertinent pages from the Deposition of Michael Nieman, taken on June 29, 2007, is attached hereto as Exhibit 20.

22. A true and correct copy of a memorandum from Kipp Orme to the NorthWestern Board of Directors, dated June 17, 2002, NOR053464 – NOR053469, is attached hereto as Exhibit 21.

23. A true and correct copy of the Management Financial and Information Report for the month ending February 28, 2002, NOR361916 – NOR361933, is attached hereto as Exhibit 22.

24. A true and correct copy of the Management Financial and Information Report for the month ending March 31, 2002, NOR361971 – NOR361988, is attached hereto as Exhibit 23.

25. A true and correct copy of the Management Financial and Information Report for the month ending April 30, 2002, NOR362012 – NOR362031, is attached hereto as Exhibit 24.

26. A true and correct copy of the Management Financial and Information Report for the month ending May 31, 2002, NOR458099 – NOR458119, is attached hereto as Exhibit 25.

27. A true and correct copy of the Management Financial and Information Report for the month ending June 30, 2002, NOR362049 – NOR362064, is attached hereto as Exhibit 26.

28. A true and correct copy of the Management Financial and Information Report for the month ending, September 30, 2002, NOR362105 – NOR362120, is attached hereto as Exhibit 27.

29. A true and correct copy of the Management Financial and Information Report for the month ending October 31, 2002, NOR362125 – NOR362140, is attached hereto as Exhibit 28.

30. A true and correct copy of the Management Financial and Information Report for the month ending November 30, 2002, NOR362141 – NOR362156, is attached hereto as Exhibit 29.

31. A true and correct copy of an e-mail chain from Rick Fresia to Richard Hylland and Kipp Orme, dated August 30, 2002 through September 1, 2002, NOR405589- NOR405591, is attached hereto as Exhibit 30.

32. A true and correct copy of a Bear Stearns Presentation to NorthWestern Corporation Regarding Financing Alternatives, dated September 12, 2002, NOR349335 – NOR349374, is attached hereto as Exhibit 31.

33. A true and correct copy of a Bear Stearns Presentation to NorthWestern Corporation Regarding Financing Alternatives, dated September 20, 2002, NOR057784 – NOR057792, is attached hereto as Exhibit 32.

34. A true and correct copy of a Bear Stearns Presentation to NorthWestern Corporation, dated November 6, 2002, NOR054683 – NOR054710, is attached hereto as Exhibit 33.

35. A true and correct copy of an e-mail chain, dated October 9, 2002 through October 10, 2002, NOR405886 – NOR405887, is attached hereto as Exhibit 34.

36. A true and correct copy of a memorandum from Kipp Orme to the NorthWestern Board of Directors, dated October 30, 2007, NOR006177 – NOR006219, is attached hereto as Exhibit 35.

37. A true and correct copy of a memorandum from Gary Drook to Merle Lewis and Richard Hylland, dated November 15, 2002, NOR024847 – NOR024853, is attached hereto as Exhibit 36.

38. A true and correct copy of a Bear Stearns Presentation to NorthWestern Corporation's Board of Directors, dated September 23, 2002, NOR057816 – NOR057826, is attached hereto as Exhibit 37.

39. A true and correct copy of the Minutes from a NorthWestern Corporation Board of Directors of Regular Meeting, dated November 6, 2002, NOR009598 – NOR009607, is attached hereto as Exhibit 38.

40. A true and correct copy of pertinent pages from NorthWestern Corporation's Restated Third Quarter 2002 Form 10-Q, filed on April 15, 2003, is attached hereto as Exhibit 39.

41. A true and correct copy of pertinent pages from the Deposition of Michael J. Hanson, taken on June 27, 2007, is attached hereto as Exhibit 40.

42. A true and correct copy of the Order Joining NorthWestern Energy, L.L.C. As Party Defendant and Restricting Further Transfer of Interest Without Court Approval, in the proceeding of Margaret McGreevy *et al* v. Montana Power, *et al* Cause No. DV 01-141, Montana Second Judicial Court, Butte-Silver Bow County, dated October 23, 2002, is attached hereto as Exhibit 41.

43. A true and correct copy of the Order Adding NorthWestern Corporation as an Additional Party Defendant, in the proceeding of Margaret McGreevy *et al* v. Montana Power, *et al* Cause No. DV 01-141, Montana Second Judicial Court, Butte-Silver Bow County, dated November 15, 2002, is attached hereto as Exhibit 42.

44. A true and correct copy of pertinent pages from the Deposition of Mary Lewicki, taken on May 2, 2007, is attached hereto as Exhibit 43.

45. A true and correct copy of the Supplemental Filing to the Montana Public Service Commission to approve the purchase of the Montana Power Company by NorthWestern Corporation, dated August 27, 2001, NOR044696 – NOR044743, is attached hereto as Exhibit 44.

46. A true and correct copy of the Final Order of the Montana Public Service Commission regarding NorthWestern Corporation's application to issue \$390 million in long-term notes, dated January 27, 2003, NOR001606 – NOR001617, is attached hereto as Exhibit 45.

47. A true and correct copy of pertinent pages from NorthWestern Corporation's Form 10-Q for the Second Quarter 2002, filed with the Securities and Exchange Commission on August 14, 2002, is attached hereto as Exhibit 46.

48. A true and correct copy of the Affidavit of Dennis Lopach, dated October 29, 2002, submitted in the proceeding of Margaret McGreevy *et al* v. Montana Power, *et al* Cause No. DV 01-141, Montana Second Judicial Court, Butte-Silver Bow County, is attached hereto as Exhibit 47.

49. A true and correct copy of the Order/Decision by Judge Cebull in the case of Magten Asset Management Corporation v. Mike J. Hanson and Ernie J. Kindt, Cause No. CV-04-26-BU-RFC, United States District Court for the District of Montana, Billings Division, dated January 27, 2005, is attached hereto as Exhibit 48.

50. A true and correct copy of the Order/Decision by Judge Cebull in the case of Magten Asset Management Corporation v. Mike J. Hanson and Ernie J. Kindt, Cause No. CV-

04-26-BU-RFC, United States District Court for the District of Montana, Billings Division, dated April 1, 2005, is attached hereto as Exhibit 49.

51. A true and correct copy of pertinent pages from the Expert Report of Christopher J. Kearns, dated October 17, 2007, is attached hereto as Exhibit 50.

52. A true and correct copy of the Minutes of a NorthWestern Corportion Staff Meeting/Executive Committee Meeting, dated January 28, 2002, NOR365802 – NOR365804, is attached hereto as Exhibit 51.

53. A true and correct copy of a memorandum from Eric Jacobsen and Mike Hanson to Merle Lewis, Dick Hylland, and John Van Camp, dated March 18, 2002, NOR398129 – NOR398135, is attached hereto as Exhibit 52.

54. A true and correct copy of pertinent pages from the Deposition of Merle Lewis, taken on June 20, 2007, is attached hereto as Exhibit 53.

55. A true and correct copy of pertinent pages from the Deposition of Richard Hylland, taken on May 2, 2007, is attached hereto as Exhibit 54.

56. A true and correct copy of pertinent pages from the Deposition of Bart Thielbar, taken on June 21, 2007, is attached hereto as Exhibit 55.

57. A true and correct copy of pertinent pages from a draft of the Audit Report of NCS by William Janecke and Bob Ming, NOR320107-NOR320109, is attached hereto as Exhibit 56.

58. A true and correct copy of an e-mail chain from Bruce Smith to William Janecke, dated October 2, 2002 through October 31, 2002, NOR346085 – NOR346090, is attached hereto as Exhibit 57.

59. A true and correct copy of a memorandum from John Van Camp to Mike Hanson and Kipp Orme, dated April 11, 2003, NOR521859 – NOR521862, is attached hereto as Exhibit 58.

60. A true and correct copy of the Reply in Support of Motion for Summary Judgment in the case of Magten Asset Management Corporation v. Mike J. Hanson and Ernie J. Kindt, Cause No. CV-04-26-BU-RFC, United States District Court for the District of Montana, Billings Division, dated September 27, 2004, is attached hereto as Exhibit 59.

61. A true and correct copy of pertinent pages from the NorthWestern Corporation's Form 10-K of 2002, filed with the Securities and Exchange Commission on April 15, 2003, is attached hereto as Exhibit 60.

I declare under penalty of perjury that the above statements are true and correct.

Dated: New York, New York

December 20, 2007

By: 
John W. Brewer

CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of January, 2008, I served by hand delivery and electronic filing the Public Version of the DECLARATION OF JOHN W. BREWER using CM/ECF which will send notification of such filing(s) to the following:

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I also certify that, on this 4th day of January, 2008, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

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